

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On January 12, 2006, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Consent Order Resolving Motion by Bank of America, N.A. for Adequate Protection Replacement Liens (Docket No. 1805) [a copy of which is attached hereto as Exhibit D]
- 2) Debtors' Report on the Meet and Confer with Regard to Lead Plaintiff's Motion to Compel Discovery in Respect to the Debtors' Motion to Implement a Key Employee Compensation Program (Docket No. 1806) [a copy of which is attached hereto as Exhibit E]

On January 12, 2006, I caused to be served the documents listed below (i) upon the parties listed on Exhibit F hereto via overnight delivery:

- 3) Debtors' Report on the Meet and Confer with Regard to Lead Plaintiff's Motion to Compel Discovery in Respect to the Debtors' Motion to Implement a Key Employee Compensation Program (Docket No. 1806) [a copy of which is attached hereto as Exhibit E]

Dated: January 12, 2006

/s/ Evan Gershbein

Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 12th day of January, 2006, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature : /s/ Sarah Elizabeth Frankel

Commission Expires: 12/23/08

EXHIBIT A

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United States Trustee	Deirdre A. Martini	33 Whitehall Street	Suite 2100	New York	NY	10004	212-510-0500	212-668-2256	deirdre.martini@usdoj.gov	United States Trustee
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EXHIBIT B

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EXHIBIT C

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EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X	
In re	: Chapter 11
	: Case No. 05-44481 (RDD)
DELPHI CORPORATION, <i>et al.</i>	: Jointly Administered
	: Debtors.
	:
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**CONSENT ORDER RESOLVING MOTION BY BANK OF AMERICA, N.A.
FOR ADEQUATE PROTECTION REPLACEMENT LIENS**

Bank of America, N.A. (“Bank of America”) having filed and served a motion dated as of November 11, 2005 (the “Motion”)¹ seeking entry of an Order of the Court: (i) granting adequate protection of Bank of America’s interests in collateral relating to two aircraft (collectively, the “Aircraft”) leased by Bank of America to Delphi Automotive Systems Human Resources, LLC (“Delphi HR”), one of the above-captioned debtors and debtors-in-possession (the “Debtors”), including the grant of replacement liens in favor of Bank of America in any similar, after-acquired collateral, including cash collateral (the “Replacement Liens”); and (ii) terminating the automatic stay and directing the immediate turnover of such cash collateral by the Debtors to Bank of America immediately upon receipt; and the Debtors having filed an Objection to the Motion dated as of November 25, 2005 (the “Objection”) in which they offered various forms of adequate protection to Bank of America (the “Adequate Protection Offer”); and a Limited Objection to the Motion having been filed by Pentastar Aviation, LLC (“Pentastar”) dated as of November 25, 2005 (the “Limited Objection”); and Bank of America having filed Responses to the foregoing objections, both Responses being dated as of November 28, 2005 (collectively, the

¹ Unless otherwise stated herein, the defined terms used in this Consent Order shall have the same meaning as those same terms used in the Motion.

“Responses”); and as part of the Adequate Protection Offer, the Debtors having agreed to deposit into a segregated account all of the charter revenue and lease proceeds of the Aircraft (the “Aircraft Cash Collateral”) that they have received and continue to receive from and after October 8, 2005 (the “Filing Date”) subject to Bank of America’s asserted perfected and first priority prepetition liens and security interests therein, and to account monthly to Bank of America concerning the Aircraft Cash Collateral; and the Court having considered the Motion, the Objection (including the Adequate Protection Offer contained therein), the Limited Objection, the Responses and statements by the parties’ counsel at a hearing conducted on November 29, 2005; and good and sufficient cause appearing therefore; and all of the prior pleadings and proceedings had herein, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. Subject to further Order of the Court, the Debtors be, and they hereby are, authorized and directed to deposit into an interest-bearing segregated account (the “Segregated Account”) established and maintained at a financial institution acceptable to Bank of America and which will acknowledge in writing that it will not assert any lien or other interest in the Segregated Account or any of the monies therein (the “Depository Bank”) all of the Aircraft Cash Collateral (less agreed upon monthly expenses) that Debtors have received and continue to receive from and after the Filing Date, promptly after their receipt of same, such Aircraft Cash Collateral being subject to Bank of America’s asserted prepetition liens and security interests, and subject to Paragraph “2” below, the liens and security interests asserted by Bank of America in the Segregated Account and all monies deposited therein shall continue without any additional action, including filing in the public records or otherwise, or any need to notify any entity, and such liens and security interest shall have the same validity, priority, perfected status and extent

as Bank of America's asserted prepetition liens and security interests in the Aircraft Cash Collateral. Debtors shall transmit to Bank of America the number assigned to the Segregated Account by the Depository Bank and shall cause the Depository Bank to identify the account as the "Segregated Aircraft Cash Collateral Account."

2. The Debtors and the Official Creditors Committee appointed in this Chapter 11 case are granted thirty (30) calendar days from the date on which this Consent Order is entered to file a complaint, and the Official Creditors Committee is hereby granted standing (to the extent the Committee does not have standing) to file such Complaint and to pursue such action, objecting to the extent, priority, validity, enforceability and perfected status of the prepetition and postpetition liens and security interests asserted by Bank of America in the Aircraft Cash Collateral (the "Bank of America Liens"), unless such time period is extended by mutual written agreement by the parties hereto or by an Order of the Court upon prior written notice to the parties hereto. In the absence of the timely filing of such a complaint, the Bank of America Liens in the Aircraft Cash Collateral shall be deemed valid, perfected and of first priority.

3. The Debtors shall not use the Aircraft Cash Collateral absent either (a) prior Bankruptcy Court approval upon twenty (20) days prior notice to Bank of America and a hearing held thereon; or (b) Debtor's receipt of affirmative written consent from an authorized officer of Bank of America.

4. No later than the tenth (10th) day of each month, Delphi HR will provide Bank of America with monthly reports, in the form attached hereto as Exhibit A, which reports shall specifically describe, among other things, all Aircraft Cash Collateral that is deposited into the Segregated Account, expenses incurred in connection therewith, and any cash activity in the Segregated Account.

5. The Debtors shall not amend in any respect, cancel or otherwise terminate the Learjet Charter Agreement, the Challenger Charter Agreement, the Management Agreement or any subleases of the Learjet or Challenger without giving at least ten (10) days prior written notice to Bank of America of such intended action to permit Bank of America to file with this Court (i) an objection to any such proposed action, and/or (ii) a request for additional adequate protection.

6. The Debtors shall pay, or cause to be paid, the sum of \$323,296.27, which sum represents the amount of "Basic Rent" due under the Learjet Lease and the Challenger Lease for the period from October 8, 2005 through December 6, 2005 which has not previously been paid. The foregoing sum shall be paid in four (4) installments as follows, time being of the essence with respect to each such installment: (i) the sum of \$80,824.07 is payable on December 23, 2005; (ii) the sum of \$80,824.07 is payable on March 31, 2006; (iii) the sum of \$80,824.07 is payable on June 30, 2006; and (iv) the sum of \$80,824.06 is payable on September 30, 2006 provided that Bank of America does not, during this nine-month period, (y) interfere with the Debtors' quiet enjoyment of the Learjet and the Challenger; or (z) file a motion with this Court in these Chapter 11 cases requesting that the Court fix a deadline by which Delphi HR must assume or reject the Learjet Lease or the Challenger Lease and provided further that all remaining portions of such sum shall be paid immediately if Delphi HR (a) breaches any provision of this Consent Order, (b) files a motion to reject the Challenger Lease, the Learjet Lease, or any charter or management agreement related to either the Challenger Aircraft or the Learjet Aircraft, (c) assumes either the Challenger Lease or the Learjet Lease, or (d) confirms a plan of reorganization.

7. The Learjet Lease and the Challenger Lease are unexpired leases of personal property governed by the provisions of 11 U.S.C. §365 including 11 U.S.C. § 365(d)(10) and are not subject to the provisions of 11 U.S.C. § 1110.

8. In the event that the Debtors determine to assume or reject the Learjet Lease or the Challenger Lease, the Debtors shall provide Bank of America with ten (10) days' prior notice of that election.

9. The provisions of this Consent Order are without prejudice to the competing claims and asserted interests of Debtors, Bank of America and Pentastar to and in the approximate sum of \$253,000 presently being retained by Pentastar under claim of recoupment (the "Withheld Funds") including, but not limited to, (i) the claims of the Debtors and Bank of America that the Withheld Funds constitute Aircraft Cash Collateral subject to turnover and deposit into the Segregated Account; and (ii) the claim of Debtors and Bank of America that the Withheld Funds and any sums due and to become due under the Learjet Charter Agreement and the Challenger Charter Agreement are not subject to setoff or recoupment by Pentastar.

10. Nothing in this Consent Order shall impair, modify, expand, alter the character of, or affect any obligations of Delphi Corporation or Delphi Automotive Systems, LLC under any guaranty executed by them concerning the obligations of Delphi HR to Bank of America.

11. On account of the foregoing adequate protection being provided to Bank of America, Bank of America's request for the Replacement Liens contained in the Motion be, and it hereby is, denied.

12. This Court shall retain jurisdiction to hear and determine all matters arising under or relating to this Consent Order.

Dated: New York, New York
January 12, 2006

/s/ Robert D. Drain
Robert D. Drain
United States Bankruptcy Judge

Consent to the foregoing:
December 23, 2005

DELPHI CORPORATION, *et al.*
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

BANK OF AMERICA, N.A.
By its attorneys,
BARNES & THORNBURG LLP
By:

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THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS
By its attorneys,
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By:

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EXHIBIT E

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
DELPHI CORPORATION, et al.,	:
	:
Debtors.	:
	:
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Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

DEBTORS' REPORT ON THE MEET AND CONFER WITH REGARD TO LEAD
PLAINTIFF'S MOTION TO COMPEL DISCOVERY IN RESPECT TO THE DEBTORS'
MOTION TO IMPLEMENT A KEY EMPLOYEE COMPENSATION PROGRAM

Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), hereby respectfully submit this report regarding the meet and confer that the Court directed the Debtors and the Lead Plaintiffs in the Securities Class Action to conduct with respect to Lead Plaintiffs’ motion to compel discovery in regard to the Debtors’ KECP Motion. In doing so, the Debtors intend to inform the Court of what issues remain for decision and to suggest why their proposal comports with the Court’s guidance at the January 5, 2006, hearing.

1. After the transcript of the hearing on January 5, 2006, became available, and in anticipation of the meet and confer that the Court had directed, Lead Plaintiffs and the Debtors exchanged letters with proposals concerning how to resolve their discovery dispute, in light of the Court’s remarks on January 5. (Copies of these letters are attached hereto as Exhibits A and B, respectively.)

2. The parties conducted the meet and confer on Wednesday, January 11, 2006, at 11:00 a.m., by telephonic conference. Mr Butler and Mr. Springer, counsel for the Debtors, and Mr. Joseph Papelian, Assistant General Counsel – Litigation, of Delphi, participated for the Debtors. Mr. Coffey, Mr. Etkin, and others participated for the Lead Plaintiffs, and Mr. Rosenberg and Mr. Brandt for the Creditors’ Committee.

Agreed Matters

3. The parties reached agreement on two matters. *First*, they agreed to the Debtors’ proposal that it would produce, subject to designation as Highly Confidential under the Stipulation and Protective Order (i.e., attorneys and their retained professional advisors only), a list of the executives who are intended to be eligible, under the KECP, for Annual Incentive

Program (AIP) payments for a period commencing no earlier than October 8, 2005, and ending no later than June 30, 2006.

4. *Second*, the parties agreed to the Debtors' proposal that it would provide a list of the 25 individuals referenced in the KECP Motion, and others whom the Debtors intend to reference in support of the KECP Motion, who departed the Company's employ and, to the extent known by the Company, the reasons for each person's departure.

Disputed Matters

5. The parties were unable to agree with regard to several other matters. To address the Court's concern—colloquially restated in the Debtors' terms—that bonuses “not be paid to crooks,” the Debtors proposed to make discovery relating to their past corrective and prospective prophylactic measures.

6. With regard to historical efforts, the Debtors proposed to produce, on or before January 20, 2006, the declaration (with supporting exhibits, if any) of Kevin M. Butler, Delphi's Vice President of Human Resource Management, regarding the processes that Delphi's Audit Committee employed to determine whether Company personnel engaged in behaviors related to the accounting matters alleged in the Consolidated Securities Litigation such that they should be separated from the Company (and who, accordingly, are no longer with the Company and will not be receiving benefits under the KECP). The Debtors proposed to make Mr. Butler available for deposition (of no more than three hours) the afternoon of Monday, January 23, 2006 (barring a superseding and unavoidable scheduling conflict).

7. With regard to future prophylactic efforts, the Debtors proposed to produce, on or before January 20, 2006, to produce a description of the procedures they intend to employ in connection with the KECP to insure that individuals eligible for benefits under the

KECP do not obtain or retain those benefits in the event that it is ultimately determined that they engaged in illegal conduct related to the accounting matters alleged in the Consolidated Securities Litigation. The particulars of these procedures are currently under negotiation with the Creditors' Committee, but the Debtors anticipate that they will include provisions requiring KECP recipients to return bonuses they receive in the event that it is ultimately determined that they engaged in illegal conduct related to the conduct alleged in the Consolidated Securities Litigation.¹

8. Lead Plaintiffs rejected the Debtors' proposals.² Instead, they stood on their demand that the Debtors produce "*all* documents describing what process, procedures, investigations and/or other prophylactic measures were taken by Debtors to determine whether the beneficiaries under the proposed KECP had any knowledge of and/or involvement in the accounting improprieties at Delphi," the identifies of the "persons involved in the development and implementation of [those] measures . . . whether employed by Debtors or otherwise," "*all* documents describing what, if any, conclusions, including the basis for said conclusions, were arrived at by Debtors as a result" of those measures, and the "identities of persons involved in reaching *any* conclusions, including the basis for such conclusions, that were arrived at by

¹ These proposals should be considered in the context of the Debtors' commitment to all Objectors to the KECP Motion to disclose the results of their negotiations with the Creditors' Committee as soon as reasonably practicable, to provide declarations of their supporting witnesses on or before January 20, 2006, and to make their supporting witnesses available for deposition early in the week of January 23. In addition, the Debtors have already made available nearly 5,000 pages of pertinent documents available to the Objectors in connection with discovery related to the KECP.

² The Creditors Committee concurred with the Debtors' approach.

Debtors” (Ex. A (emphasis added).) In addition, the Lead Plaintiffs demanded to take the depositions of all the individuals “who have personal knowledge” of these matters. (*Id.*)³

9. The Debtors respectfully submit that the Debtors’ proposals are consistent with the Court’s guidance of January 5, 2006, but Lead Plaintiffs’ continuing demands are not.

10. The Debtors also respectfully attach, as Exhibit C, a proposed Order reflecting what they believe is an appropriate disposition of Plaintiffs’ Motion to Compel.

³ The Debtors also requested, in light of their proposals, that Lead Plaintiffs withdraw their trial subpoenas of John D. Sheehan, the Company’s Chief Restructuring Officer, and company employees Laura Marion, Dan Renick, and John Rotko. These individuals have had no involvement in the development of the KECP. Lead Plaintiffs rejected this request. The Debtors then informed Lead Plaintiffs that they would be filing a separate motion to quash those trial subpoenas. That motion was filed and served yesterday.

WHEREFORE the Debtors respectfully request that the Court enter an order (i) denying the Motion, except to the extent of the Debtor's proposals, and (ii) granting such other relief as is just and proper.

Dated: New York, New York
January 12, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ David E. Springer

John Wm. Butler, Jr. (JB 4711)

David E. Springer (DS 9331)

John K. Lyons (JL 4951)

Ron E. Meisler (RM 3026)

333 West Wacker Drive, Suite 2100

Chicago, Illinois 60606

(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti

Kayalyn A. Marafioti (KM 9632)

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Four Times Square

New York, New York 10036

(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

1. ;

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP
ATTORNEYS AT LAW

NEW YORK • CALIFORNIA • NEW JERSEY • LOUISIANA

John P. Coffey
sean@blbglaw.com
212-554-1409

January 9, 2006

Via Electronic Mail and Facsimile

David Springer, Esq.
Skadden, Arps, Slate, Meagher & Flom L.L.P.
333 West Wacker Drive
Chicago, Illinois 60606-1285

Re: Meet and Confer Relating to Lead Plaintiffs' Discovery Requests in
Connection With Debtors' KECF Motion

Dear David:

We write in advance of our upcoming meet and confer relating to Lead Plaintiffs' discovery requests in connection with Debtors' KECF Motion.

In light of Judge Drain's guidance at the January 5, 2006 hearing and in an effort to make our meet and confer as productive as possible, please find below an outline of the discovery that we hope Debtors will agree to produce forthwith:

1. A list of individuals covered by the KECF, which shows their current and past positions at Delphi, the years of their employment at Delphi, and their projected KECF bonus. We are amenable to restricting the individual bonus numbers to "attorney eyes only."
2. A list of the twenty-five executives referenced in ¶ 17 of the KECF Motion, whom you contend have departed Debtors' employ since January 1, 2005, including the reason for each such person's departure.
3. All documents describing what, if any, processes, procedures, investigations, and/or any other prophylactic measures were taken by Debtors to determine whether the beneficiaries under the proposed KECF had any knowledge of and/or involvement in the accounting improprieties at Delphi.
4. The identities of persons involved in the development and implementation of the measures described in item 3 (whether employed by Debtors or otherwise).

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BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP


David Springer, Esq.
January 9, 2006
Page 2

5. All documents describing what, if any, conclusions, including the basis for said conclusions, were arrived at by Debtors as a result of any processes, procedures, investigations, and/or other prophylactic measures undertaken by Debtors to determine whether the beneficiaries under the KECP had any knowledge of and/or involvement in the accounting improprieties at Delphi.
6. The identities of persons involved in reaching any conclusions, including the basis for such conclusions, that were arrived at by Debtors as a result of the measures described in item 3 (whether employed by Debtors or otherwise).

To make the January 10 meet and confer as productive as possible, please ensure that one or more person(s) with (1) knowledge of the documents and issues in question (2) permission to discuss those documents and issues, and (3) authority to negotiate regarding a resolution to our discovery requests participate on the call. In addition, please note that Lead Plaintiffs intend to depose individuals who have personal knowledge of the issues described above. We will inform you of the individuals we seek to depose as soon as we have had an opportunity to review the produced documents.

Finally, please be prepared to confirm during our meet and confer that Debtors will not, in fact, present evidence in opposition to Lead Plaintiffs' allegations at the January 27, 2006 hearing on the KECP Motion. Absent that commitment, Lead Plaintiffs will insist on additional discovery.

Sincerely,


John P. Coffey

cc: Brad Beckworth, Esq.
James Sabella, Esq.
Michael Yarnoff, Esq.
Michael Etkin, Esq.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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BY EMAIL

January 10, 2006

John P. Coffey, Esq.
Bernstein Litowitz Berger
& Grossman LLP
1285 Avenue of the Americas
New York, NY 10007

RE: In re Delphi Corp. -- Lead Plaintiffs' Motion to
Compel Discovery re the Debtors' KECP Motion

Dear Sean:

In light of the Court's remarks last Thursday, the following sets forth the Debtors' proposals with regard to those of Lead Plaintiffs' discovery requests related to the KECP Motion that were subject to Lead Plaintiff's Motion to Compel (namely, Lead Plaintiff's Discovery Requests Nos. 1-7, 15, and 17-28). It also constitutes the Debtors' response to your letter of January 9, 2006.

A. The Debtors will produce, subject to designation as Highly Confidential under the Stipulation and Protective Order (i.e., attorneys and their retained professional advisors only), a list of the executives who are intended to be eligible, under the KECP, for Annual Incentive Program (AIP) payments for a period commencing no earlier than October 8, 2005, and ending no later than June 30, 2006.

B. On or before January 20, 2006, the Debtors will produce the declaration (with supporting exhibits, if any) of the witness they intend to call regarding the processes that Delphi's Audit Committee employed to insure that individuals who engaged in illegal behavior related to the accounting matters alleged

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Page 2

in the Consolidated Securities Litigation were separated from the Company and are thus not eligible for payments under the KECP. This individual will be made available for deposition (of no more than three hours) the afternoon of Monday, January 23, 2006 (barring a superseding and unavoidable scheduling conflict).

C. On or before January 20, 2006, the Debtors will also produce a description of the procedures they intend to employ in connection with the KECP to insure that individuals eligible for benefits under the KECP do not obtain or retain those benefits in the event that it is ultimately determined that they engaged in illegal conduct related to the accounting matters alleged in the Consolidated Securities Litigation.

D. The Debtors will provide a list of the 25 individuals referenced in the KECP Motion, and others whom the Debtors intend to reference in support of the KECP Motion, who departed the Company's employ and, to the extent known by the Company, the reasons for each person's departure.

E. If the Debtors intend to call John Sheehan, Laura Marion, Dan Renick, or John Rotko at the hearing, they will so advise you on or before January 18, 2006, and make whichever of them they intend to call available for deposition during the week of January 23, 2006. Otherwise, they will not make these individuals available for deposition and, if Lead Plaintiffs do not withdraw the trial subpoenas, they will seek to have them quashed.

In light of the foregoing, we now turn to each of the particular requests that are the subject of Lead Plaintiffs' Motion to Compel.

1. Please identify each executive covered by the KECP Motion.

The Debtors will produce responsive documents to the extent relevant to the issues to be considered at the January 27, 2006, hearing, as follows: They will produce, subject to designation as Highly Confidential under the Stipulation and Protective Order (i.e., attorneys and their retained professional advisors only), a list of the executives who are intended to be eligible, under the KECP, for Annual Incentive Program (AIP) payments for a period commencing no earlier than October 8, 2005, and ending no later than June 30, 2006..

2. For each person identified in response to item number 1, please identify each person(s) so listed who participated in any manner in one or more of the following:

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a. *Financing transactions totaling approximately \$441 million reported by Debtors as sales of inventory or indirect materials, as described in detail in Lead Plaintiffs' Consolidated Class Action Complaint (hereinafter the "Complaint") at ¶¶ 122–54 (attached as Exhibit 1 to Lead Plaintiffs' Objection). Specifically:*

(i) *\$145 million in financing transactions with, Setech, Inc. ("Setech") as income from sales of indirect materials;*

(ii) *\$89 million in financing transactions with BBK, Ltd. ("BBK") as income from sales of inventory; and*

(iii) *\$200 million in financing transactions with Bank One Corporation ("Bank One") as income from sales of precious metals;*

b. *Transactions totaling more than \$240 million between Debtors and General Motors Corporation ("GM"), as described in detail in the Complaint at ¶¶ 155–68;*

c. *Transactions between Debtors and various service providers, including \$68 million in transactions with Electronic Data Systems ("EDS"), one of Debtors' information technology service providers, as described in detail in the Complaint at ¶¶ 173–84;*

d. *Debtors' identification of obligations that were not properly accrued for at the end of an accounting period that resulted in an overstatement of Debtors' pre-tax income by \$14 million in 2002 and by \$34 million in 2003, as described in detail in the Complaint at ¶¶ 185–87, as well as in Debtors' restated financial results for Fiscal Years 2002 and 2003, and selected financial data for Fiscal Years 2000 and 2001, in its Form 10K for the year ended December 31, 2004 (the "Restatement"), Item 7, Subparagraph (f);*

e. *Debtors' accounting for Debtors' direct materials by understating the value of its direct materials inventory on a monthly, quarterly and yearly basis, as described in detail in the Complaint at ¶¶ 190–99; and*

f. *All transactions not heretofore listed, which are listed in Debtors' restated financial results for Fiscal Years 2002 and 2003, and selected financial data for Fiscal Years 2000 and 2001, in its Form 10K for the year ended December 31, 2004 (the "Restatement"), Item 7, Subparagraphs (a) through (g) (pages 21–23).*

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January 10, 2006
Page 4

No documents will be provided, as the request goes beyond the scope of proper discovery for purposes of the January 27, 2006, hearing.

3. *For each person identified in response to item number 2 (and/or each discrete subpart thereof), please state whether Debtors employed any investigation, processes and/or procedures to determine whether each such person's involvement in each transaction listed therein constituted:*

- a. A failure to exercise reasonable care;*
- b. A failure to exercise sound business judgment;*
- c. A dereliction of job duties;*
- d. Fraud (either civil or criminal in nature);*
- e. Mismanagement; and/or*
- f. Improper and/or undesirable conduct.*

No documents will be provided, as the request goes beyond the scope of proper discovery for purposes of the January 27, 2006, hearing.

4. *If Debtors answered "Yes" in response to item number 3 (and/or any discrete subpart thereof), please list and describe the results and/or conclusions reached by Debtors regarding each such person so identified.*

Not applicable. No documents will be provided, as the request goes beyond the scope of proper discovery for purposes of the January 27, 2006, hearing.

5. *If Debtors answered "Yes" in response to item number 3 (and/or any discrete subpart thereof), please identify each person who participated in any such investigation, processes and/or procedures.*

Not applicable. No documents will be provided, as the request goes beyond the scope of proper discovery for purposes of the January 27, 2006, hearing.

6. *Please identify the twenty-five executives referenced in the KECP Motion, who have departed Debtors' employ since January 1, 2005.*

Responsive documents will be provided, as follows: The Debtors will provide a list of the 25 individuals referenced in the KECP Motion, and others whom

John P. Coffey, Esq.
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Page 5

the Debtors intend to reference in support of the KECP Motion, who departed the Company's employ and, to the extent known by the Company, the reasons for each person's departure.

7. *For each person identified in response to item number 6, please state the reason(s) for each such person's departure.*

Responsive documents will be provided, as follows: The Debtors will provide a list of the 25 individuals referenced in the KECP Motion, and others whom the Debtors intend to reference in support of the KECP Motion, who departed the Company's employ and, to the extent known by the Company, the reasons for each person's departure.

15. *Please produce all documents regarding any matter responsive to item numbers 1-14.*

The Debtors incorporate their December 12, 2005, responses and objections to Request Nos. 1-14, as well as those set forth in this letter, as though the same were fully set forth herein.

17. *Please produce a true and correct copy of all documents relating to Lead Plaintiffs' allegation in Paragraph 2 of the Objection that any Delphi executive or former Delphi executive "knowingly participated in Delphi's massive accounting fraud, or . . . inexcusably tolerated or ignored that fraud" which is the subject of the consolidated securities class action, entitled In re Delphi Corp. Securities Litigation, Master File No. 1:05-CV-2637 (NRB) (S.D.N.Y.) (the "Consolidated Securities Litigation.").*

No documents will be provided, as the request goes beyond the scope of proper discovery for purposes of the January 27, 2006, hearing.

18. *Please produce a true and correct copy of all documents relating to Lead Plaintiff's allegation in Paragraph 2 of the Objection that "Delphi's massive accounting fraud...impelled the Company's slide towards bankruptcy."*

No documents will be provided, as the request goes beyond the scope of proper discovery for purposes of the January 27, 2006, hearing.

19. *Please produce a true and correct copy of all documents relating to Lead Plaintiff's allegation in Paragraph 2 of the Objection that Delphi's June 30, 2005, restatement of prior period earnings involves "one of the largest corporate frauds of our era."*

John P. Coffey, Esq.
January 10, 2006
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No documents will be provided, as the request goes beyond the scope of proper discovery for purposes of the January 27, 2006, hearing.

20. *Please produce a true and correct copy of all documents relating to Lead Plaintiff's allegation in Paragraph 4 of the Objection that any of the Delphi employees "who would presumably profit from the KCEP were directly involved in the sham transactions, inventory manipulating, and book-cooking" referenced in the Objection and alleged in the Consolidated Securities Litigation.*

No documents will be provided, as the request goes beyond the scope of proper discovery for purposes of the January 27, 2006, hearing.

21. *Please produce a true and correct copy of all documents relating to Lead Plaintiff's allegation in Paragraph 4 of the Objection that any "sham transactions, inventory manipulating, and book-cooking . . . triggered Delphi's bankruptcy."*

No documents will be provided, as the request goes beyond the scope of proper discovery for purposes of the January 27, 2006, hearing.

22. *Please produce a true and correct copy of all documents relating to Lead Plaintiffs' allegation in Paragraph 8(e) of the Objection that "Delphi and its senior executives routinely set inventory target levels, instructed subordinates not to record high-dollar supplies as inventory and directed subordinates to delay delivery of inventory."*

No documents will be provided, as the request goes beyond the scope of proper discovery for purposes of the January 27, 2006, hearing.

23. *Please produce a true and correct copy of all documents relating to Lead Plaintiffs' allegation in Paragraph 16 of the Objection that any purported "fraudulent conduct or willful blindness" by any Delphi employee or former Delphi employee "precipitated the Debtor's collapse and necessitated this bankruptcy proceeding."*

No documents will be provided, as the request goes beyond the scope of proper discovery for purposes of the January 27, 2006, hearing.

24. *Please produce a true and correct copy of all documents relating to Lead Plaintiffs' allegation in Paragraph 23 of the Objection that "the very executives who had fostered the Company's fraudulent culture and accounting*

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Page 7

practices, or had blithely ignored them in the face of mysteriously increasing earnings,” remain “at the helm of the Company.”

No documents will be provided, as the request goes beyond the scope of proper discovery for purposes of the January 27, 2006, hearing.

25. *Please produce a true and correct copy of all documents relating to Lead Plaintiffs’ allegation in Paragraphs 24(a) through 24(c) of the Objection that Delphi employees Rodney O’Neal, David Wohleen, and Mark R. Weber were “involved in Delphi’s fraudulent accounting practices.”*

No documents will be provided, as the request goes beyond the scope of proper discovery for purposes of the January 27, 2006, hearing.

26. *Please produce a true and correct copy of all documents relating to Lead Plaintiffs’ allegation in Paragraphs 25(a) through 25(n) of the Objection that any of the persons identified therein were “involve[d] in Delphi’s accounting fraud.”*

No documents will be provided, as the request goes beyond the scope of proper discovery for purposes of the January 27, 2006, hearing.

27. *Please produce a true and correct copy of all documents relating to Lead Plaintiffs’ allegation in Paragraph 26 of the Objection that “executives at all levels and in all business sectors of the Company either participated in or willfully ignored the Debtors’ massive accounting fraud.”*

No documents will be provided, as the request goes beyond the scope of proper discovery for purposes of the January 27, 2006, hearing.

28. *To the extent that the Debtors deny the allegations in the Objection as referenced in requests 17 through 27 above, please produce any and all documents that support Debtors’ denial thereof.*

No documents will be provided, as the request goes beyond the scope of proper discovery for purposes of the January 27, 2006, hearing.

John P. Coffey, Esq.
January 10, 2006
Page 8

We look forward to discussing this proposal with you on Wednesday,
January 11, 2006, at 11:00 a.m. Eastern Time.

Very truly yours,

/s/ David E. Springer

David E. Springer

cc: Robert Rosenberg, Esq.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	- x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	- x	

**ORDER REGARDING LEAD PLAINTIFFS' MOTION TO
COMPEL DISCOVERY RELATING TO THE DEBTORS' AY**

Upon the motion, dated December 23, 2005 (Docket No. 1619) (the "Motion"), of Teachers' Retirement System of Oklahoma, Public Employees' Retirement System of Mississippi, Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP, lead plaintiffs of a putative class ("Lead Plaintiffs"), for an order compelling discovery with respect to the Debtors' KECP Motion, and upon the Debtors' Objection to the Motion , dated December 29, 2005 (Docket No. 1691); and upon the record of the hearing held on the Motion on January 5, 2006; and January 13, 2006, after due deliberation thereon; and, for the reasons stated by the Court in its bench ruling, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Debtors shall produce, subject to designation as Highly Confidential under the Stipulation and Protective Order (i.e., attorneys and their retained professional advisors only), a list of the executives who are intended to be eligible, under the KECP, for Annual Incentive Program (AIP) payments for a period commencing no earlier than October 8, 2005, and ending no later than June 30, 2006.

2. The Debtors shall produce a list of the 25 individuals referenced in the KECP Motion, and others whom the Debtors intend to reference in support of the KECP Motion, who departed the Company's employ and, to the extent known by the Company, the reasons for each person's departure.

3. The Debtors shall produce, on or before January 20, 2006, the declaration (with supporting exhibits, if any) of the person they intend to call to testify in support of the KECP Motion concerning the processes that Delphi's Audit Committee employed to determine whether Company personnel engaged in behaviors related to the accounting matters alleged in the Consolidated Securities Litigation such that they should be separated from the Company. The Debtors shall make that individual available for deposition (of no more than three hours) early in the week of January 23, 2006.

4. The Debtors shall produce, on or before January 20, 2006, a description of the procedures they intend to employ in connection with the KECP to insure that individuals eligible for benefits under the KECP do not obtain or retain those benefits in the event that it is ultimately determined that they engaged in illegal conduct related to the accounting matters alleged in the Consolidated Securities Litigation.

5. Except as provided in the foregoing paragraphs, the Motion is DENIED.

6. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

Dated: New York, New York
January __, 2006

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT F

Company	Notice Name	Address 1	Address 2	City	State	Zip Code
Lowenstein Sandler PC	Ira Levee	1251 Avenue of the Americas	18th Fl	New York	NY	10020
Lowenstein Sandler PC	Michael Etkin	1251 Avenue of the Americas	18th Fl	New York	NY	10020
Nix Patterson & Roach LLP	Bradley E Beckworth	205 Linda Drive		Daingerfield	TX	75638
Bernstein Litowitz Berger & Grossmann LLP	John P Coffey	220 St Paul St		Westfield	NJ	7090
Bernstein Litowitz Berger & Grossmann LLP	John P Coffey	1285 Avenue of the Americas		New York	NY	10019
Grant Eisenhower PA	Stuart Grant	1201 N Market St	Suite 2100	Wilmington	DE	19801
Grant Eisenhower PA	Jay W Eisenhofer	1201 N Market St	Suite 2100	Wilmington	DE	19801
Schiffrin & Barroway LLP	Michael Yarnoff	280 King of Prussia Road		Radnor	PA	19087
Grant Eisenhower PA	Geoffry C Jarvis	1201 N Market St	Suite 2100	Wilmington	DE	19801
Schiffrin & Barroway LLP	Sean M Handler	280 King of Prussia Road		Radnor	PA	19087